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RECORDATION NO. 23430 FILED

MAR 27 '01 19:40 AM

SURFACE TRANSPORTATION BOARD

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

March 27, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 27, 2001. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

Oklahoma Gas and Electric Company
101 North Robinson Street
Oklahoma City, OK 73102

A description of the equipment covered by the Memorandum of Lease Agreement consists of 1,481 coalporter cars numbered OGEX 2001-3502, inclusive (excluding cars numbered OGEX 2081, 2116, 2178, 2180, 2245, 2254, 2258, 2303, 2385, 2433, 2694, 2703, 2945, 2950, 3207, 3250, 3258, 3270, 3310, 3351, and 3352).

BALL JANIK LLP

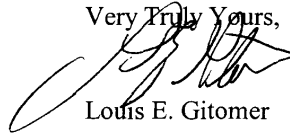
Honorable Vernon A. Williams
March 27, 2001
Page 2

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Oklahoma Gas and Electric Company, 101 North Robinson Street, Oklahoma City, OK 73102, covering 1,481 coalporter cars numbered OGEX 2001-3502, inclusive (excluding cars numbered OGEX 2081, 2116, 2178, 2180, 2245, 2254, 2258, 2303, 2385, 2433, 2694, 2703, 2945, 2950, 3207, 3250, 3258, 3270, 3310, 3351, and 3352).

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 23430 FILED

MAR 27 '01 1 9:40 AM

Memorandum of Lease Agreement **SURFACE TRANSPORTATION BOARD**

Between

Banc One Leasing Corporation (Lessor)

and

Oklahoma Gas and Electric Company (Lessee)

Dated as of March 27, 2001

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of March 27, 2001, is by and between Banc One Leasing Corporation ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and the Oklahoma Gas and Electric Company ("Lessee"), 101 North Robinson Street, Oklahoma City, Oklahoma 73102.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railroad Equipment described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit.

2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Banc One Leasing Corporation
as Lessor

By: Erin Adams
Name: Erin Adams
Title: AVP, Operations

Oklahoma Gas and Electric Company
as Lessee

By: _____
Name: _____
Title: _____

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of March 27, 2001, is by and between Banc One Leasing Corporation ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and the Oklahoma Gas and Electric Company ("Lessee"), 101 North Robinson Street, Oklahoma City, Oklahoma 73102.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railroad Equipment described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit.

2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Banc One Leasing Corporation
as Lessor

By: _____
Name: _____
Title: _____

Oklahoma Gas and Electric Company
as Lessee

By: *EBW*
Name: Eric B. Weekes
Title: Treasurer

STATE OF Ohio)
County of Delaware) ss.

On this 23rd day of March, 2001, before me, Susan J. McBride, the undersigned Notary Public, personally appeared Eva Adams personally known to me to be the person who executed the within instrument as AVP operations on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



SUSAN J. MCBRIDE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES DEC. 8, 2006

Susan J. McBride
Notary Public for State of Ohio
My Commission expires 12-8-05

STATE OF _____)
County of _____) ss.

On this _____ day of March, 2001, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

My Commission expires _____
Notary Public for _____

STATE OF _____)
) ss.
County of _____)

On this ____ day of March, 2001, before me, _____, the undersigned Notary Public,
personally appeared _____ personally known to me to be the person who
executed the within instrument as _____ on behalf of the corporation therein
named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF Oklahoma)
) ss.
County of Oklahoma)

On this 23 day of March, 2001, before me Sheri L. Bayler undersigned Notary Public,
personally appeared Eric B. Weeks personally known to me to be the person who
executed the within instrument as Treasurer on behalf of the corporation therein
named, and acknowledged to me that the corporation executed it.

Sheri L. Bayler
Notary Public for Oklahoma
My Commission expires 7-24-04

EXHIBIT

To

Memorandum of Lease Agreement between Banc One Leasing Corporation and
Oklahoma Gas and Electric Company

1,481 coalporter cars numbered OGEX 2001-3502, inclusive (excluding cars numbered OGEX 2081, 2116, 2178, 2180, 2245, 2254, 2258, 2303, 2385, 2433, 2694, 2703, 2945, 2950, 3207, 3250, 3258, 3270, 3310, 3351, and 3352).